PRODUCTION BRIEF

Marvel Animation's animated series "What If...?" returns in Season 3 for its culminating adventure through the multiverse. Watch as classic characters make unexpected choices that will mutate their worlds into spectacular alternate versions of the MCU. The Watcher (voice of Jeffrey Wright) will guide viewers as the series traverses new genres, bigger spectacles, and incredible new characters.

The eight new episodes are directed by Bryan Andrews and Stephan Franck and are written by Matthew Chauncey, Ryan Little, and A.C. Bradley. Executive producers are Brad Winderbaum, Kevin Feige, Louis D'Esposito, Dana Vasquez-Eberhardt, and Bryan Andrews, with co-executive producer Matthew Chauncey, and producers Danielle Costa, Carrie Wassenaar, and Alex Scharf.

The series, which debuted in August 2021, immediately struck a chord, captivating Marvel fans with its storylines, which featured familiar characters from the MCU placed in unexpected situations.

"This series stands out from all the other Marvel animated shows on Disney+ because it was the first," says writer/director Bryan Andrews. "It was the trailblazer. But it's also an anthology, so you get a wider variety of options. It's like a crayon in a crayon box; all these different colors, flavors, all these different points of view and attitudes and genre mash-ups…it's a real treat."

Andrews continues, "This is a show you can engage with. You have the chance to join these characters that you know and love from the Cinematic Universe and see them in a completely different light during completely different circumstances. What if is the ultimate question, but more importantly, you start asking what happens next because you can't believe you are seeing these characters doing what they are doing or experiencing what they're experiencing."

“This is a show that encourages fans to dive in and imagine the multiverses with us,” says executive producer Brad Winderbaum. “To try predicting events, to debate character choices, to be swept away. The same is true for The Watcher. He loves these stories as much as we all do, so when a character he cares about is in great peril, he breaks his code and intervenes.”

According to executive producer Dana Vasquez-Eberhardt, “’What If…?’ was born of the ultimate fan question: what if this character was part of a particular event or that scenario played out a different way? The show’s DNA is rooted in having fun with the canon that all of us fans love thinking about and imagining what might have been. We’re able to break the rules in ways that the other series and features are unable to do. It’s the perfect companion for the MCU.”

Leading the charge is fan favorite Jeffrey Wright as The Watcher. The Oscar®-nominated actor (“American Fiction”) leads an incredible voice cast that includes a host of stars who reprise their iconic roles. “Jeffrey Wright is amazing, and his voice is just so incredible,” says Andrews. “Who doesn't want to hang out listening to Jeffrey Wright telling stories?”

Vasquez-Eberhardt agrees, saying, “Hands down, Jeffery Wright is one of the biggest selling points. We are so incredibly lucky to have him on this series and, as this character, the ultimate Marvel Universe fan. It is magic.”

According to Andrews, MCU fans see themselves in the character of The Watcher. “That’s how we always looked at it when we were making it – that he is us,” he explains. “He is the viewer. We love stories, we love storytelling. Storytelling is a very human thing. We tell each other stories as a species, and The Watcher is that. He loves watching all these things taking place and seeing what happens next. Like the viewers, he too gets invested.”

Season 3 features fan-favorite characters like Captain America/Sam Wilson, The Winter Soldier/Bucky Barnes, Hulk/Bruce Banner, The Red Guardian, Captain Peggy Carter, Agatha Harkness, Shang-Chi, Storm the Goddess of Thunder, and numerous others.

MCU stars reprising roles in the series include Hayley Atwell, Anthony Mackie, Sebastian Stan, David Harbour, Mark Ruffalo, Teyonah Parris, Kathryn Hahn, Kumail Nanjiani, Samuel L. Jackson, Seth Green, Laurence Fishburne, Dominique Thorne, Simu Liu, Hailee Steinfeld, Chris Hemsworth, Tom Hiddleston, Devery Jacobs, Michael Rooker, Karen Gillan, Tessa Thompson, Dominic Cooper, James D’Arcy, Josh Brolin, Oscar Isaac, Wyatt Russell, Walton Goggins, Clark Gregg, Emily VanCamp, Meng’er Zhang, Taika Waititi, Rachel House, Kat Dennings, Alison Sealy-Smith, Ross Marquand, Gene Farber, Hamish Parkinson, Tom Vaughn-Lawlor, David Kaye.

Winderbaum says, “They’re excited to return; these characters mean as much to them as they do to us and to the fans. The talent playing these characters is undeniable; there’s almost magic to it. It’s also a great opportunity for the animated side of things to bring more layers to the live-action characters, and having the original actors back helps act as a bridge between the two. It helps keep our alternate realities interconnected while also letting it expand in the new directions this show explores.”

The series also stars America Ferrera, Jason Isaacs, Natasha Lyonne, Allen Deng, DC Douglas, and Darin De Paul.

“We have a lot of awesome talent reprising their roles in the MCU,” says Andrews, “as well as some new ones we haven’t seen before, and everyone does such an amazing job. It’s always fantastic to get the voice talent to reprise their big screen roles, and they usually have a lot of fun because they are often playing a slightly different version of what they did in the movie, and that’s new and exciting for them.”

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Season 3 of “What If…?” features eight all-new episodes…a new episode debuting daily for eight days. “We’ll be dropping one every day over the holidays starting on December 22, like a present to unwrap every morning,” says Winderbaum.

He continues, “It’s difficult to pick just one favorite, but I always enjoy the ones that show us a world we haven’t gotten to see before. We have a foray into the Western genre, where Kate Bishop and Shang-Chi team up to traverse the frontier. We also get to see Agatha go to Hollywood this season, which is so fun and is exactly the kind of contained story we always wanted this show to be able to explore. We see Howard the Duck take the spotlight in a hilarious and charming way. And the mech-avengers. I mean, come on! That’s a dream come true episode to get to make. There’s a lot to be excited about.”

EPISODE 1: “What If…The Hulk fought the Mech Avengers?”
Captain America/Sam Wilson must suit up in a colossal mech suit to battle Bruce Banner after an attempt to cure himself of the Hulk goes horribly wrong. Bucky Barnes, Monica Rambeau, Moon Knight, and others must join Sam as his new team of Mech Avengers.

The cast in episode 1 includes Jeffrey Wright, Anthony Mackie, Mark Ruffalo, Teyonah Parris, Sebastian Stan, and David Harbour. The episode is directed by Stephan Franck, with a story by A.C. Bradley and Bryan Andrews and a teleplay by Ryan Little.

EPISODE 2: “What if...Agatha went to Hollywood?”
Howard Stark may have helped the Allies win World War II…but what he really wants to do is direct! On the set of Stark Pictures’ first production, the playboy auteur quickly finds himself enchanted by his bewitching lead actress, Agatha Harkness. Little does she know there will be another superpower co-star on the call sheet…Kingo.

The cast in episode 2 includes Jeffrey Wright, Kathryn Hahn, Kumail Nanjiani, Dominic Cooper, and James D’Arcy. The episode is directed by Bryan Andrews, with a story by Bryan Andrews, Matthew Chauncey, and Ryan Little and a teleplay by Matthew Chauncey and Ryan Little.

“I especially enjoyed this Bollywood episode because it’s so different from what we normally do,” says Andrews. “It has this crazy Bollywood swing number in the middle of it, which was definitely a labor of love, but everyone did a fantastic job on it. It turned out really well.”

EPISODE 3: “What If…The Red Guardian stopped the Winter Soldier?”

It is 1991, and the Red Guardian takes it upon himself to join a high-profile mission and prove himself to his Red Room superiors. When his antics interfere with the Winter Soldier’s own mission to kill Howard Stark, the two Soviet supersoldiers must form an alliance to escape the United States.

The cast in episode 3 includes Jeffrey Wright, David Harbour, Sebastian Stan, Laurence Fishburne, America Ferrera, and Piotr Michael. The episode is directed by Bryan Andrews and written by A.C. Bradley.

EPISODE 4: “What If…Howard the Duck got hitched?”

Howard the Duck and Darcy Lewis find themselves on an intergalactic pleasure cruise. When dangerous factions from across the galaxy descend to threaten their trip, they must discover their own cosmic powers to withstand the onslaught.

The cast in episode 4 includes Jeffrey Wright, Kat Dennings, Seth Green, Samuel L. Jackson, Tom Hiddleston, and Michael Rooker. The episode is directed by Stephan Franck, with a story by Bryan Andrews, Matthew Chauncey, and Ryan Little and a teleplay by Matthew Chauncey and Ryan Little.

EPISODE 5: “What If…The Emergence destroyed the Earth?”

In a Universe where The Eternals never stopped The Emergence, the birth of an incubating Celestial shatters the Earth. Civilization endures on the rocky remnants of our planet, where Quentin Beck leads an authoritarian regime until freedom fighters recruit Riri Williams on a deadly mission to take him down.

The cast for episode 5 includes Jeffrey Wright, Dominique Thorne, Alejandro Saab, Emily VanCamp, Tessa Thompson, and Michelle Wong. The episode is directed by Stephan Franck, with a story by Bryan Andrews, Matthew Chauncey, and Ryan Little, and a teleplay by Matthew Chauncey and Ryan Little.

EPISODE 6: “What If…1872?”

In a universe where the heroes of the MCU live in the Old West, Shang-Chi and his pistol-packing partner, Kate Bishop, traverse the frontier, saving the innocent from the evils of The Hood.

The cast in episode 6 includes Jeffrey Wright, Simu Liu, Hailee Steinfeld, Wyatt Russell, Meng’er Zhang, and Walton Goggins. The episode is directed by Stephan Franck and Bryan Andrews, with a story by Bryan Andrews, Matthew Chauncey, and Ryan Little, and a teleplay by Matthew Chauncey and Ryan Little.

“I’d been wanting to do a Western or something in that genre since Season 1, and we finally got to do it,” says Andrews. “There’s a big fight at the end where we get to really go off, and I tried to do my best to hand animate myself as much of that fight as possible, with Scott Ryder, our animation lead, helping to watch over that stuff with our vendor and police it and make sure it came off the way we intended. It turned out really strong, and it was in a really cool, fun venue, too.”

EPISODE 7: “What If…The Watcher disappeared?”
The Watcher must stand trial for his many interventions.

The cast for episode 7 includes Jeffrey Wright, Hayley Atwell, Jason Isaacs, Devery Jacobs, Alison Sealy-Smith, and Natasha Lyonne. The episode is directed by Stephan Franck, with a story by Bryan Andrews, Matthew Chauncey, and Ryan Little, and a teleplay by Matthew Chauncey and Ryan Little.

EPISODE 8: “What If…What If?”
The end of the beginning...

The cast for episode 8 includes Jeffrey Wright, Hayley Atwell, Jason Isaacs, Devery Jacobs, Alison Sealy-Smith, and Natasha Lyonne. The episode is directed by Bryan Andrews, with a story by Bryan Andrews, Matthew Chauncey, and Ryan Little, and a teleplay by Matthew Chauncey and Ryan Little.

“Fans are going to love the hell out of Season 3,” says Andrews, “because we push further than we ever have. We get a little bit wilder; some episodes are really funny, some are dark, and then there’s all the adventure in between.”

“We took the biggest ideas yet and put them into this final season,” says Vasquez-Eberhardt. “Bryan Andrews and this incredible cast and crew absolutely kill it with huge stories, incredible cameos, and, best of all, we get to see a culmination of stories that we’ve seeded since the very first episode. It’s epic in a way only this show can pull off.”

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JEFFREY WRIGHT (voice of The Watcher) was nominated for a Primetime Emmy® for outstanding character voice-over performance for his work on season one of “What If…?” He is a Tony®, Emmy®, AFI, and Golden Globe® Award-winning actor who has enjoyed an illustrious career spanning the worlds of theater, film, and television. Currently, he can be seen on the new Showtime series “The Agency,” opposite Michael Fassbender and Richard Gere. He starred as Thelonious “Monk” Ellison, alongside Tracee Ellis Ross, Sterling K. Brown, Issa Rae, and Leslie Uggams in “American Fiction,” for which he received an Oscar® nomination, and as Adam Clayton Powell in Netflix’s “Rustin,” produced by Barack and Michelle Obama’s Higher Ground Productions.

Wright's other credits include director Matt Reeves' "The Batman," portraying the iconic character Jim Gordon. Wright played the critically acclaimed lead role of Bernard Lowe in HBO's award-winning drama "Westworld," for which he earned three Emmy nominations. He reprised his role of CIA agent Felix Leiter in the 2021 James Bond installment "No Time to Die" and was part of the ensemble leads in Wes Anderson's "Asteroid City" and "The French Dispatch."

Wright broke onto the big screen in 1996 with his acclaimed performance in the feature "Basquiat," portraying the gifted late painter Jean Michele Basquiat. He made his Broadway debut in 1993 in Tony Kushner's landmark play "Angels in America: Millennium Approaches," playing three parts. He returned to his roles in the continuation of the story, "Angels in America: Perestroika," winning a Tony Award and a Drama Desk Award for his performance. Ten years later, Wright became the only original member of the Broadway cast to star in the HBO adaptation of "Angels in America," for which he won a Golden Globe and an Emmy.

Born in Washington, D.C., Wright graduated from Amherst College and received a B.A. in political science. He later earned a doctorate of humane letters from his alma mater.

He resides in Brooklyn, New York.

STEPHAN FRANCK (Director) is an Annie, Ringo, and Eisner Award-nominated animator/writer/director/comic book creator who supervised the animation of Marvel Studio's "What If…?" season one and directed episodes of the series' second and third seasons. He was a supervising animator on the cult classic "The Iron Giant," and co-created the animated TV series "Corneil & Bernie" (Nicktoons - Hub Network), received an Annie Award nomination for best director in a TV program for the featurette "Smurfs: The Legend of Smurfy Hollow." Equally active in comics, Franck founded the comic-book publishing company DARK PLANET COMICS, and his graphic novel debut SILVER, earned a nomination for the prestigious Russ Manning Award at San Diego Comic Con's Eisner Awards. SILVER was followed by its prequel ROSALYND, Ringo Award-nominated LA crime series PALOMINO, and ROMANCE IN THE AGE OF THE SPACE GOD.

BRYAN ANDREWS (Director/Executive Producer/Story by) is a multi-Emmy®-winning animation artist. He has storyboarded some of the most iconic scenes in the Marvel Cinematic Universe, including major set pieces in all of the Avengers films, "Captain Marvel," as well as the "Guardians of the Galaxy" and "Iron Man" sagas. He has provided additional materials in the concept of many of the epic fight sequences. Joe Russo consulted with Andrews extensively in designing the final fight sequence for "Avengers: Endgame."

In animation, Andrews served as director and executive producer for the first season of Marvel Studios' "What If…?" and returns in the same capacity for season 2. He worked as a writer and artist on Genndy Tartakovsky's "Primal," which won the Emmy® for outstanding animated program. Andrews' credits also include "Sym-Bionic Titan" and "Samurai Jack," winning two Emmys for the latter. He scored two more Emmys for his work on "Star Wars: Clone Wars."

A.C. BRADLEY (Writer/Story by) is an Emmy Award®-winning television and feature writer, a fact which has yet to impress her Scottish mother.

Bradley was the executive producer and showrunner on the hit and Emmy Award®-winning Disney+ series, Marvel's "What If…?" She also served as a consulting producer and on-set writer for the "Ms. Marvel" television series, also on Disney+. Both series garnered among the best critical reviews and ratings for the Marvel TV family.

Most recently, Bradley was the number two, and executive producer on a secret live-action Netflix series based on high-profile IP. Previously, she earned an Emmy Award® for writing for her work on Guillermo del Toro's animated Netflix series "Trollhunters." She would go on to helm the spin-off, "3 Below: Tales of Arcadia," for the series two-season run.

On the feature side, Bradley wrote the Sony feature adaptation of "Much Ado About Nothing," and co-wrote "Just Dance" with Will Gluck. She's currently writing the feature adaptation of the Chuck Wendig novel "Dust & Grim" for Disney, while also developing animated projects for Disney and Netflix.

MATTHEW CHAUNCEY (Writer/Story by/Teleplay by) is an Academy Award®-watching writer and signer of many high-profile NDAs. After beginning his career as an assistant on Marvel's ABC television series "Agent Carter," he's gone on to write for several Marvel Studios projects. Among them, the Disney+ series "What If...?" (on which he served as head writer for Season 3), "Ms. Marvel," "Echo," "Eyes of Wakanda," the feature film "Thor: Love & Thunder," as well as the virtual reality experience "Avengers: Damage Control" and the augmented reality game based on What If…? for Apple's Vision Pro interface. In 2024, he joined Marvel Animation's acclaimed, Emmy®-nominated series "X-Men '97," on which he currently serves as head writer and executive producer for Season 3.

In 2022, he created and executive-produced "Self-Center," an original, scripted audio series for Audible and Conan O'Brien's Team Coco. A socially conscious, horror-comedy set at a weekend wellness retreat, he swears the project was in no way developed as part of an elaborate scheme to write off his skincare regimen as a research expense.

Born in New Jersey, Chauncey attended Northwestern University, where he earned three bachelor of science degrees in journalism, economics, and legal studies – none of which he uses (as his parents often remind him). Before beginning his career in entertainment, he worked as a reporter for various print publications, including New York and Junior Scholastic Magazines.

RYAN LITTLE (Writer/Story by/Teleplay by) is a TV and comic writer from rural Pennsylvania. He co-created the Emmy®-winning series "I Am Groot" and wrote on "What If…?" Seasons 2 and 3.

Most notably, he was tapped to create the MCU's first fully original superhero, the fan-favorite Mohawk heroine Kahhori.

BRAD WINDERBAUM (Executive Producer) is the Emmy Award®-winning head of Marvel Television and Marvel Animation, overseeing Marvel's diverse slate of live-action and animated series.

Winderbaum joined Marvel Studios during the production of the company's first theatrical release, "Iron Man, going on to become an executive producer on "Thor: Ragnarok" and "Black Widow" and a producer on "Thor: Love and Thunder." He serves as an executive producer on Marvel Studios' television series, including "Moon Knight," "Loki" Season 2, "Agatha All Along," and the upcoming series "Daredevil: Born Again."

He also leads Marvel Animation, the Emmy® and Annie Award-winning studio behind critically acclaimed shows "What if…?," "I Am Groot," and "X-Men '97." Marvel Animation's series are some of the highest-rated and most in-demand titles on Disney+.

Over the course of his career at Marvel Studios, Winderbaum co-produced the first "Ant-Man" film and created the "Marvel One-Shot" program of shorts, on which he acted as executive producer. Early on in the MCU, he developed the cinematic universe's first interlocking timeline and produced behind-the-scenes documentaries and interactive campaigns leading up to "Marvel's The Avengers." Winderbaum is a member of the Television Academy and a founding member of Marvel Studios' Parliament.

Before joining Marvel Studios, Winderbaum was a pioneer of early online storytelling, receiving both an Emmy Award® and Webby Award for an interactive series he wrote and directed entitled "Satacracy 88." He received an MFA in film production from USC and a BFA in studio art from NYU, where he staged underground theater productions and created large-scale paintings and illustrations. When he was a freshman in high school, he designed the school district logo in Clarkstown, New York, where he grew up.

KEVIN FEIGE (Executive Producer), producer and president of Marvel Studios, and chief creative officer, Marvel, is the driving creative force behind several billion-dollar franchises and an unprecedented number of blockbuster feature films and series, all connected within the Marvel Cinematic Universe (MCU).

A hands-on producer, Feige oversees Marvel Studios' feature-film productions, with 34 film releases that have all opened No. 1 at the box office and collectively grossed over $31 billion globally. Eleven films from the MCU have grossed more than $1 billion worldwide, and two films — "Avengers: Endgame" and "Avengers: Infinity War" — have each grossed more than $2 billion, with "Endgame" being the fastest film in cinematic history to reach the milestone.

The Marvel Cinematic Universe is currently the highest-grossing film franchise of all time, and Feige is building on that success with a host of new series for Disney+. Since 2021, Marvel Studios has released several shows, including the Emmy Award®-winning "WandaVision" and "What If...?," as well as the critically acclaimed series "Loki" and "Ms. Marvel."

An Academy Award® nominee for 2018's "Black Panther," Feige was honored with the 2019 David O. Selznick Achievement Award from the Producers Guild of America, as well as the Albert R. Broccoli Britannia Award for Worldwide Contribution to Entertainment from the British Academy Film Awards (BAFTA).

Feige is a graduate of the University of Southern California School of Cinematic Arts and currently sits on the school's Board of Councillors.

LOUIS D'ESPOSITO (Executive Producer) is co-president of Marvel Studios and an executive producer on all projects released by the studio. D'Esposito balances running the studio with overseeing each project from its development stage to distribution, working closely with talent both in front of and behind the camera to produce feature films and series for the Marvel Cinematic Universe.

During his tenure, D'Esposito has helped to build Marvel Studios into a theatrical box office powerhouse with 34 films to date that have grossed over $31 billion at the worldwide box office. 11 films from Marvel Studios have crossed the billion-dollar mark, and two films, "Avengers: Endgame" and "Avengers: Infinity War," surpassed two billion. Half of the top ten highest-grossing domestic releases of all time were released by Marvel Studios.

D'Esposito has also been instrumental in bringing the Marvel Cinematic Universe to Disney+ with a slate of series including "Loki," "What If…?," and the Emmy® Award-winning "WandaVision," among several others.

D'Esposito previously directed the Marvel One-Shot "Item 47" and the Marvel One-Shot, "Agent Carter," starring Hayley Atwell, which led to the development of the ABC Television series "Marvel's Agent Carter."

Prior to joining Marvel Studios in 2006, D'Esposito was a producer whose credits include the 2006 hit film "The Pursuit of Happyness", starring Will Smith; "Zathura: A Space Adventure"; and the 2003 hit "S.W.A.T.," starring Samuel L. Jackson and Colin Farrell.

A graduate of the California Institute of the Arts, **DANA VASQUEZ-EBERHARDT (Executive Producer)** carved her first career in stage and theatre management. Her years in regional and summer stock paved the way to becoming assistant production manager at Center Theatre Group (CTG), one of the nation's largest theatre companies encompassing the Mark Taper Forum, Ahmanson Theatre, and Kirk Douglas Theatre.

During her tenure at CTG, she had the privilege of working with some of the best people in the business on hit productions like "The Drowsy Chaperone" (13 Tony Award® nominations) and "9 to 5: The Musical," as well as blockbusters including "Mary Poppins" and "Jersey Boys."

In 2011 it was time for a change. She jumped at the chance to work in animation, one of her first loves, and landed a gig at Nickelodeon. Over the next several years, her passion for story in the

animation space continued to grow, as did the opportunities to work on modern, cartoon classics like “The Fairly OddParents,” “The Loud House,” and the “Teenage Mutant Ninja Turtles” franchise. In 2021, Vasquez-Eberhardt joined Marvel Studios as VP of animation, producing the studio’s premiere slate of animated shows for Disney+, including “What If…?”, “I Am Groot,” “X-Men ’97,” and many more.

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